



St. Louis Southwestern Railway Company

RECORDATION NO. 7077-6

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

JAN - 4 1983 - 11 00 AM

January 3, 1983

INTERSTATE COMMERCE COMMISSION

No.

JAN 4 1983

Date

Fee \$ 10.00

ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

RE: ICC Finance Docket No. 27387 ---
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series B

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Assignment and Transfer of Certain Road Equipment dated as of August 31, 1982, to Equipment Trust Agreement dated as of June 1, 1973, creating St. Louis Southwestern Railway Company Equipment Trust, Series B, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of June 1, 1973, recorded on June 22, 1973, at 3:00 PM, assigned Recordation No. 7077;

First Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 7077-A;

Second Supplement to Equipment Trust Agreement dated as of June 2, 1980, recorded on August 22, 1980, at 2:40 PM, assigned Recordation No. 7077-B;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:50 AM, assigned Recordation No. 7077-C;

Fourth Supplement to Equipment Trust Agreement dated as of August 31, 1982, recorded on September 2, 1982, at 12:45 PM, assigned Recordation No. 7077-D;

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a Southern Pacific subsidiary

Ms. Agatha L. Mergenovich
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Fifth Supplement to Equipment Trust Agreement
dated as of October 31, 1982, recorded on
November 10, 1982, at 3:10 PM, assigned
Recordation No. 7077-E; and

Sixth Supplement to Equipment Trust Agreement
dated as of November 1, 1982, recorded on
November 16, 1982, at 10:40 AM, assigned
Recordation No. 7077-F.

In connection with the recording of the Assignment and
Transfer of Certain Road Equipment dated as of August 31,
1982, to the Equipment Trust Agreement dated as of June 1,
1973, the following information is set forth in accordance
with the provisions of Section 57.4 of the Commission's
Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and Address of Lessee - Guarantor:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment Released
by the Assignment and Transfer of Equipment:

40	70-ton flat cars; ACF Industries, Inc., builder; lettered SSW and numbered 84301, 84307 to 84309, 84311 to 84314, 84317, 84321, 84326, 84330, 84331, 84333, 84337, 84340, 84343 to 84345, 84363, 84375, 84377, 84380 to 84387, 84389, and 84391 to 84399.
22	70-ton flat cars; Bethlehem Steel Corporation, builder; lettered SSW and numbered 84816, 84819, 84822, 84823, 84835, 84837, 84838, 84846, 84856, 84858, 84860, 84866, 84868, 84873, 84875, 84881 to 84883, 84886, 84892, 84902, and 84904.

Ms. Agatha L. Mergenovich
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When the recording of the Assignment and Transfer of Certain Road Equipment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return the remainder to her.

Very truly yours,


James J. Trabucco *cbt*
Attorney

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

January 4, 1983

James J Trabucco
St. Louis Southwestern Rwy. Co.
Southern Pacific Building
One Market Plaza
San Francisco, CA 94105

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/4/83 at 11:00AM, and assigned re-recording number(s). 7077-G

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST, SERIES NO. B

RECORDATION NO. 7077-6
FILED 025

JAN - 4 1983 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of August 31, 1982

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the thirty-first day of August, 1982, by FIRST PENNSYLVANIA BANK, N.A., formerly known as The First Pennsylvania Banking and Trust Company, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement hereinafter mentioned (hereinafter called the "Trustee"), to ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of June 1, 1973, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "St. Louis Southwestern Railway Company Equipment Trust, Series No. B", pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain flat cars comprising said Trust Equipment (hereinafter collectively called "Unsuitable Equipment") have become worn out or unsuitable for the use of the Company, and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, as specifically

described in the Fourth Supplement to Equipment Trust dated as of August 31, 1982 ("Fourth Supplement"):

<u>Number of Units</u>	<u>Description</u>
40	70-ton flat cars; ACF Industries, Inc., builder; lettered SSW and numbered 84301, 84307 to 84309, 84311 to 84314, 84317, 84321, 84326, 84330, 84331, 84333, 84337, 84340, 84343 to 84345, 84363, 84375, 84377, 84380 to 84387, 84389, and 84391 to 84399.
22	70-ton flat cars; Bethlehem Steel Corporation, builder; lettered SSW and numbered 84816, 84819, 84822, 84823, 84835, 84837, 84838, 84846, 84856, 84858, 84860, 84866, 84868, 84873, 84875, 84881 to 84883, 84886, 84892, 84902, and 84904.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such goodstanding and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Fourth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over

unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint P. M. GIULIANTE to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust

Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 30th day of December, 1982.

FIRST PENNSYLVANIA BANK, N.A.

By *Mr. J. L. Luntz*
Senior Corporate Trust Officer
and Assistant Secretary

ATTEST:

J. M. K. J.
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA)

On this 30th day of December, 1982, before me personally appeared P. M. GIULIANTE, to me personally known, who, being by me duly sworn, says that she is Senior Corporate Trust Officer and Assistant Secretary of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry
Notary Public

My Commission Expires:

LYNNE N. McCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986